Rajendra Ajita G Form 4 February 12, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rajendra Ajita G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SMITH A O CORP [AOS]

(Middle)

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

A. O. SMITH WATER PRODUCTS

(Street)

(State)

02/09/2007

below)

President, A. O. Smith Water P

COMPANY, 500 TENNESSEE

WALTZ PARKWAY

(City)

(Instr. 3)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ASHLAND CITY, TN 37015

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 38.755	02/09/2007		A		11,200		(1)	02/09/2017	Common Stock	11,200
Phantom Stock	\$ 38.755	02/07/2007		A		4,700		(2)	(2)	Common Stock	4,700

Deletionshin

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
. 3	Director	10% Owner	Officer	Other			
Rajendra Ajita G A. O. SMITH WATER PRODUCTS COMPANY 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			President, A. O. Smith Water P				

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Ajita G.
Rajendra

02/12/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The employee stock options were granted on 02/09/2007 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/08/2008.
- (2) The phantom stock was granted on 02/09/2007 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The shares of phantom stock become payable in Common Stock on the vesting date of 02/09/2010.

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